

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF FORTUNA ENTERTAINMENT GROUP N.V.
HELD ON 26 APRIL 2017 AT 11 A.M. AT STRAWINSKYLAAN 809
WTC T.A/L 8, 1077 XX IN AMSTERDAM**

1. Opening:

Mr. Marek Šmrha, chairman of the supervisory board for Fortuna Entertainment Group N.V. (the “**Company**”), opened the Extraordinary General Meeting of Shareholders (the “**EGM**” or the “**meeting**”) and welcomed everybody. He stated that it had been a tumultuous last week and that he regretted that one of the Company's shareholders and the Company are in a conflict that ended up at the Enterprise Division of the Amsterdam Court of Appeals (the “**Court**”). He expressed his hope that the relationship could be patched up and that further conflicts could be avoided.

Mr. Šmrha then notified the meeting that the Supervisory Board had appointed Mr. Per Widerström, the Company's CEO, as the chairman of the meeting (the “**Chairman**”).

The Chairman explained the meeting that the decision of the Court was received in the evening of Monday 24 April 2017 and that, although the Company disagrees with the Court's conclusions, its decision must of course be abided by, meaning that item 3. – regarding the acquisition of the Romanian companies – could not be voted on in this EGM. Additionally, in light of the appointment of an independent supervisory director by the Court (the “**Supervisory Director**”) who has the exclusive authority to decide on the nature, size, content and timing of the information that the Company must provide to its shareholders in relation to the acquisition of the Fortbet Romanian companies, it was decided not to discuss this topic before the Supervisory Director has been consulted.

The Chairman then proceeded with naming the attendees. On behalf of the Management Board, Per Widerström, Richard van Bruchem and Janka Galáčová were present. Marek Šmrha and Iain Child were present on behalf of the Supervisory Board.

Also present were:

On behalf of the Company: Ms. Hirschová, Group CFO and Mr. Lazar, Group Head of Legal and Compliance.

On behalf of Fortbet Holdings Limited (“**Fortbet**”): Mr. Rendek, accompanied by Fortbet's counsel.

On behalf of J.P. Morgan Bank Luxembourg S.A. 5 Rue (AH), Franklin Templeton Investments Funds (BO), Unicredit Bank Czech Republic and Slovakia, a.s. (Custodian) and Chase Nominees Limited (AH) Templeton Global Investment Trust, Templeton Emerging Markets Small Cap Fund (BO), Unicredit Bank Czech Republic and Slovakia, a.s. (Custodian) (“**Templeton**”) : Mr. Marcin Lewczuk.

Furthermore, Mr. Rijkaart van Cappellen, Mr. Kout and Ms. Dijkmans from Jones Day, the Company's counsel, are present.

The Chairman appointed Mr. Rijkaart van Cappellen as secretary of the meeting (the “**Secretary**”). The Chairman further mentioned that the proceedings would be recorded to assist with the preparation of the minutes.

The Chairman informed the meeting that all proxy holders present at this meeting had given their written proxies to the Company and that these proxies will be kept with the other documents relating to the meeting.

The Chairman stated that the meeting had been convened with due observance of all legal and statutory provisions, including the publication of the convening notice and the agenda. This meeting was called by means of an announcement which appeared on the Company’s website on March 15, 2017. Furthermore, a press release was posted on the Company’s website with additional information in respect of the notice of the EGM. All required documents had been made available for inspection.

The Company’s Management Board had received no proposals from shareholders to discuss any other issues than those that have been included in the notice of the meeting.

Furthermore, the Chairman informed the meeting that 40,980,846 of the 52,000,000 issued shares as per the registration date, amounting to 78.81% of the issued capital, were represented in this meeting.

The Chairman further stated that within three months after the EGM the minutes of this meeting will be made available for review on the Company’s website for a period of three months. After that period the minutes will be adopted.

2. *Approval of the acquisition of Hattrick Sports Group limited within the meaning of article 2:107a Dutch Civil Code*

The Chairman then moved to agenda item 2: the approval of the acquisition of Hattrick Sports Group Limited within the meaning of article 2:107a Dutch Civil Code. He explained that pursuant to Dutch law, this acquisition requires the approval of the general meeting of shareholders.

The Chairman, together with Ms. Hirschová, gave a presentation on the Hattrick transaction and the rationale behind the transaction. The presentation is attached to these minutes as Appendix I.

The Chairman started with a presentation on the Company’s vision, strategic framework and value creation. The Chairman informed the meeting that it is the Company’s vision to become the number 1 licensed sports betting and gaming operator in Central Eastern Europe with the most trusted and exciting multi-channel betting and gaming brands. It was explained that the Company has a competitive advantage due to amongst other things its multichannel operations, its retail network, the Fortuna brand and the Company’s established position in the market.

The Chairman explained that currently the Company is building the foundation necessary for future growth. The liberalization of the market causing an increase of competition and there is also pressure on Company’s performance in some countries due to an increase in taxation (e.g. Czech republic) or some fees abolishment (e.g. Slovakia). For that reason, the Chairman explained that it is important for the Company to expand and that the Company believes that expanding its footprint in Central Eastern Europe will be profitable. With the Hattrick acquisition the company will be able

to extend its multi-channel and multi-product geographical coverage. The Chairman further stated that Fortuna is the only online casino licensed operation in the Czech Republic.

The Chairman then asked Ms. Hirschová to provide the meeting with regulatory and financial background information of the Hattrick business, including its key markets, the regulatory overview and an overview of the targets business.

Ms. Hirschová started with elaborating on the Romanian market and its regulatory framework. She explained the meeting that the Romanian betting and gaming market is relatively underdeveloped, but due to regulatory framework with significant potential. She informed the meeting that for any type of gambling activity, a company must apply for a license at the National Gambling Office in Romania. Only companies set up within the EU, Switzerland or a contracting state of the Agreement on the EEA can be eligible for operating a Romanian online license and the servers need to be set up in Romania. She explained further that online gambling activities are fully regulated in Romania and that the authorities may block websites of companies that operate without a license and that financial institutions may be obliged to refuse payment processing orders from Romanian nationals to foreign online gambling providers. She further explained that only licensed operators may advertise. Also, Ms. Hirschová explained that Romania has a favorable tax regime with a gaming tax of 16% of the total gross win and a corporation income tax of 16% of the earnings before taxation.

Ms. Hirschová then provided the meeting with information on the market and regulatory environment in Croatia. Croatia has a sophisticated betting and gaming market with high levels of regulation and transparency and high entry barriers. The Croatian government has the right to determine the number of licenses granted. She explained that online betting operators must also provide land-based betting services, employ a minimum of 100 employees and have a minimum of 50 active payment spots. Online casino operators must have a license for at least one land-based casino in the country and servers must be located in Croatia. Only national operators may engage and organize games of chance in Croatia. International games of chance and award games may not be advertised or publicly promoted in Croatia.

Ms. Hirschová elaborated on the rationale behind the acquisition. The aim is to strengthen presence in Central Eastern Europe, to exploit opportunities regarding revenue and cost synergies, to increase growth with the help of Hattrick's management strength and track record and the tangible regulatory and revenue upsides. After the acquisition, the Company will become one of the leading multichannel betting and gaming operators in Romania and Croatia. In Croatia Hattrick operates under the name PSK and the Company will have a market share of approximately 25%. In Romania, operating under the name Casa Pariurilor, the Company will belong to the top 3 leading multichannel operators with about 750 betting shops and an online market share estimated at 5%. Ms. Hirschová explained that based on the 2016 preliminary actual non-audited accounts of Hattrick about 60% of the revenue is expected to come from Romania and 40% from Croatia with an EBITDA of 12.4 million euro. Hattrick's activities in Spain result in an EBITDA of 1.5 million euro for the actual non-audited accounts for 2016 and therefore the combined EBITDA is 13.9 million euro. Ms. Hirschová stated that strong EBITDA growth is expected and that Romania is expected to be a big contributor due to the favorable regulatory and tax environment.

Finally, Ms. Hirschová elaborated on the purchase price. The price consists of an initial consideration of approximately EUR 85 million and an earn-out mechanism has been agreed with the sellers as a further consideration. The earn-out is based on the future

financial performance of Hattrick Sports Group and may lead to a maximum payment of EUR 50 million. The total maximum consideration therefore is EUR 135 million.

After the presentation, the Chairman opened the floor for discussion and asked the meeting if there were any questions.

The Chairman gave Mr Lewczuk, representing Templeton, the floor.

Mr. Lewczuk asked how long Hattrick had been active in the Romanian online market and how quickly the 5% market share had been achieved. Ms. Hirschová answered that the online market opened in 2015, that Hattrick had been active since and that the Company sees an opportunity in the multichannel position to grow further.

Mr. Lewczuk then asked about the structure of the joint venture in Spain and what the current state of Hattrick's activities in Spain was. Mr. Hirschová explained that Hattrick used to have a 40% interest in a joint venture in Spain, but that had been converted into a B2B licensing agreement.

Mr. Lewczuk asked whether the sellers are now paid EUR 85 million immediately for the multiple based on the figures for 2016, which are expected to be lower than the multiple for 2017. Ms. Hirschová confirmed Mr. Lewczuk's understanding.

Finally, Mr. Lewczuk asked if the Chairman could elaborate on the relationship of the Hattrick transaction and the Romanian transaction. The Chairman answered that in light of the Court's decision to appoint a Supervisory Director with the exclusive authority to decide what information can be shared with the shareholders, the Company does not see it as appropriate, nor prudent, to discuss this topic.

Mr. Lewczuk confirmed that he had no further questions. The chairman asked whether there were any other questions. The Chairman concluded that no other attendees had any further queries or comments. The Chairman then requested the shareholders to cast their votes.

The Chairman informed the meeting of the outcome of the vote:

35,504,769	votes were cast in favor
0	votes were cast against; and
5,476,077	votes abstained

The Chairman recorded that the proposal was adopted and concluded this agenda item.

3. *Approval of the proposed acquisition of Bet Active Concept s.r.l., Bet Zone s.r.l., Public Slots s.r.l. and Slot Arena s.r.l. through two SPVs to be incorporated by the Company in Romania within the meaning of Article 2:107a Dutch Civil Code*

The Chairman moved to the next item on the agenda, being the approval of the proposed acquisition of Bet Active Concept s.r.l., Bet Zone s.r.l., Public Slots s.r.l. and Slot Arena s.r.l. The Chairman referring to his opening statement stated that on 24 April 2017 the Court ruled that this agenda item cannot be voted on.

In addition, the court announced that it would appoint an independent Supervisory Director. This Supervisory Director will not become a member of the Company's supervisory board, but will have the exclusive authority to decide on the nature, size,

content and timing of the information that the company must provide to its shareholders in relation to the acquisition of the Romanian Companies. The powers of the Supervisory Director will remain limited to this information provision mandate only.

The Chairman informed the meeting that on 25 April 2017 the Court appointed Mr. Olijslager as the Supervisory Director. The Company has not yet had the opportunity to speak with him. In light of the court order and the appointment of the Supervisory Director, the Company had decided not to discuss the transactions at this time. The Chairman concluded this item.

4. Closing

As the final agenda item, the Chairman gave the representatives of the shareholders the opportunity to discuss any other business or ask any further questions which they might have regarding the Company.

As no shareholders had any questions, the Chairman concluded the meeting and thanked all present for their attendance and participation.

The meeting was closed at 11:50 AM

P. Widerström
Chairman

M.A. Rijkaart van Cappellen
Secretary

APPENDIX I: Presentation